

# **ARTICLES OF ASSOCIATION**

**of**

**ADLER Real Estate Aktiengesellschaft**

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## I. General provisions

### Sect. 1 Company name, registered office and duration

The stock corporation existing under the name

**"ADLER Real Estate Aktiengesellschaft"**

has its registered office in Berlin. Its duration is indefinite without any limit.

### Sect. 2 Purpose of enterprise

1. The purpose of the company is the buying and selling as well as the holding, management and utilisation of property, land and equivalent rights and their preparation, planning, development and construction; in addition, the purpose of the company is the assumption of property-related service, such as building supervision and property management.
2. The company is also entitled to found companies, acquire holdings, conclude inter-company agreements, form joint ventures, set up branches in Germany and abroad and pursue any relevant activities which are suitable for promoting the company.

### Sect. 3 Announcements

Company announcements shall be published only in the *Bundesanzeiger* [German Federal Gazette], unless otherwise stipulated by law in the individual case. Voluntary announcements may also be made only on the company's website.

## II. Share capital, shares

### Sect. 4 Amount and division of share capital

1. The company's share capital is EUR 109,416,860.00. It is divided into 109,416,860 individual share certificates.
  
2. The Management Board is authorised up to and including 4 December 2025, subject to approval by the Supervisory Board, to increase the company's share capital, on one or several occasions by a total of up to EUR 20,000,000.00 by issuing up to 20,000,000 new bearer shares with a proportionate amount of the share capital of EUR 1.00 each (Authorised Capital 2020). Shareholders are in principle to be granted subscription rights. The statutory subscription right may also be granted in such a way that the new shares are taken over by one or several credit institution(s) or these pursuant to Section 186 para. 5 Sentence 1 AktG equivalent companies with the obligation to offer such shares exclusively to shareholders (indirect subscription right). However, the Management Board is authorised, subject to the approval of the Supervisory Board, to exclude the statutory subscription right of the shareholders for one or several capital increase(s) within the scope of the Authorised Capital 2020,
  - i. to the extent necessary to settle residual amounts arising due to the subscription ratio;
  
  - ii. if the capital increase is executed in return for cash contributions and the prorated amount of the share capital attributable to the new shares for which subscription rights are excluded does not exceed a total of 10% of the Company's share capital either at the time at which this authorisation becomes effective or, if lower, at the time at which this authorisation is exercised. In this respect, the issue price of the new shares may not fall short of the market price of listed shares of the same class that are furnished with the same rights by any amount that is defined

as material pursuant to Section 203 Para. 1 and Para. 2 and Section 186 Para. 3 Sentence 4 AktG. Shares already issued or still to be issued to service convertible or warrant bonds shall be imputed to the maximum limit of 10% of share capital to the extent that such bonds were issued to the exclusion of shareholders' subscription rights during the term of the respective Authorised Capital 2020 with corresponding application of Section 186 Para. 3 Sentence 4 AktG. Furthermore, treasury stock shares shall also be imputed to the maximum limit of 10% of share capital to the extent that such are disposed of to the exclusion of shareholders' subscription rights during the term of the respective Authorised Capital 2020 pursuant to Section 71 Para. 1 No. 8 Sentence 5 and Section 186 Para. 3 Sentence 4 AktG;

- iii. for capital increases executed in return for contributions in kind to grant shares for the purpose of acquiring companies, thereof or interests in such or other assets;
- iv. to the extent necessary to compensate for dilution by granting subscription rights to new shares in the company to the bearers of conversion or option rights, or corresponding obligations, resulting from convertible or warrant bonds issued by the Company, and to the extent that the bearers of such instruments would be entitled to such in their capacity as shareholders having exercised their conversion or option rights or met their conversion obligation.

Subject to approval by the Supervisory Board, the Management Board is authorised to determine further details for the execution of the capital increase. The Supervisory Board is authorised to amend the Articles of Association in accordance with the respective utilisation of the Authorised Capital 2020.

- 3. The Management Board is authorised until 10 June 2024, subject to the approval of the Supervisory Board, to increase the company's capital stock on one or several occasions by a total of up to EUR 392,513.00 by issuing up to 392,513 new no-par bearer shares in return for cash contributions or contributions in kind. In principle,

shareholders are to be granted a subscription right. The statutory subscription right can also be granted by the new shares being taken by one or several banks or equivalent to them pursuant to Sect. 186 (5) AktG with the obligation to offer them to the company's shareholders indirectly for subscription within the meaning of Sect. 186 (5) AktG. The Management Board is authorised, subject to approval by the Supervisory Board, to exclude shareholders' statutory subscription rights in the following cases:

- (a) for fractions;
- (b) if the capital is increased in return for cash contributions and the pro rata amount of the capital stock represented by the new shares, for which the subscription rights are excluded, does not exceed 10% of the capital stock, neither at the date this authorisation became effective nor at the time it is exercised, and the issue price of the new shares is not significantly below the stock exchange price of existing listed shares of the same class and carrying the same rights at the time the issue price is finally determined for the purposes of Sect. 203 (1) and (2), 186 (3) sentence 4 AktG; shares which were issued or are to be issued to service warrant or convertible bonds, if these bonds were issued in corresponding application of Sect. 186 (3) sentence 4 AktG, excluding subscription rights, must count towards the maximum limit of 10% of the capital stock; those of the company's treasury shares which are sold during the term of the authorised capital, excluding shareholders' subscription rights, pursuant to Sect. 71 (1) no. 8 sentence 5, Sect. 186 (3) sentence 4 AktG, must also count towards the maximum limit of 10% of the capital stock;
- (c) in the case of capital increases against contributions in kind to grant shares for the purpose of acquiring companies, parts of companies or participations in companies and other assets, especially property portfolios;
- (d) if it is necessary to grant bearers of option or conversion rights or obligations

a subscription right to new shares in the amount to which they would be entitled as a shareholder after exercising the option or conversion rights or fulfilling the conversion obligation.

The Management Board is authorised, subject to approval by the Supervisory Board, to specify the additional details of the execution of the capital increase. The Supervisory Board is authorised to amend Article 4 (1) and (3) of the Articles of Association to reflect the respective utilisation of authorised capital and to make all other amendments to the Articles of Association associated therewith that only affect the wording. The same shall apply in the event of the above authorisation not being utilised once the authorisation period expires.

4. The company's capital stock shall be contingently increased by up to EUR 22,000,000.00 by issuing up to 22,000,000 new individual bearer shares (Contingent Capital 2019). The contingent capital increase exclusively serves to issue shares to the bearers of warrant or convertible bonds issued until 10 June 2024 on the basis of the authorisation granted by the Annual General Meeting on 11 June 2019. The contingent capital increase is only executed to the extent that the bearers of warrant and/or convertible bonds exercise their option and conversion rights or the bearers of warrant or convertible bonds obliged to exercise their options or convert their bonds meet such obligations to exercise their options or convert their bonds, to the extent that the option or conversion rights are not satisfied by issuing treasury stock or that other forms of settlement are not drawn on to satisfy the respective claims. From the beginning of the financial year in which they are issued, the new shares have dividend entitlement for all financial years for which the Annual General Meeting has not yet adopted any resolutions in respect of the appropriation of profits.
5. The company's share capital shall be contingently increased by up to EUR 12,000,000.00 by issuing up to 12,000,000 new no-par value shares (Contingent Capital 2015/1). The contingent capital increase shall be used exclusively to grant shares to holders of option bonds and/or convertible bonds that are issued in line with the authorisation granted by the Shareholders' General Meeting on 22 May 2015 and

ending on 21 May 2020, as amended by the authorisation of the Shareholders' General Meeting of 9 June 2016. The contingent capital increase shall also be used, in accordance with the terms and conditions for option and convertible bonds, to issue shares to holders of option bonds and convertible bonds that are subject to option or conversion obligations. The contingent capital increase shall only be implemented to the extent that the holders of option bonds and/or convertible bonds exercise their option and conversion rights or the holders of option bonds and/or convertible bonds who are obliged to exercise an option or conversion fulfil their obligation to exercise an option or conversion, provided the option or conversion rights are not serviced by granting treasury shares and no other forms of fulfillment are used to service these rights. The new shares shall be entitled to dividend as of the beginning of the financial year in which they are issued for all financial years for which the Shareholders' General Meeting has not yet adopted a resolution on the appropriation of profits.

#### **Sect. 5 Shares**

1. The shares are issued to the bearer.
2. Instead of share certificates for one share, the company can issue certificates for more than one share (multiple share certificates). The shareholders' right to have their ownership of shares evidenced by certificates shall be precluded.
3. Where the capital is to be increased, the profit-sharing rights of the new shares may be determined in a manner deviating from Sect. 60 AktG.

### **III. Company's organisation**

#### **Sect. 6 Company's executive bodies**

The company's executive bodies are:



- a) Management Board
- b) Supervisory Board
- c) Shareholders' General Meeting

**a) Management Board**

**Sect. 7 Composition**

The Management Board shall comprise one or more persons. The Supervisory Board shall determine the number of members of the Management Board to be appointed by it.

**Sect. 8 Company representation**

The company will be represented by two members of the Management Board or by one member of the Management Board together with an authorised signatory. If the Management Board consists of just one person, then this person is authorised to represent the company alone. The Supervisory Board can authorise individual board members to represent the company alone. The Supervisory Board may also lift the restrictions set out in Sect. 181 (2) Alt. *BGB*.

**Sect. 9 Management by the Management Board**

The Management Board shall conduct the business of the company in accordance with the law, the Articles of Association and the rules of procedure, which the Supervisory Board shall resolve upon.

## **b) Supervisory Board**

### **Sect. 10 Composition, election and term of office**

1. The Supervisory Board shall consist of three members.
2. The election of the Supervisory Board members shall, unless the Shareholders' General Meeting resolves otherwise, occur until the end of the Shareholders' General Meeting which decides on the Supervisory Board members' discharge of duties in respect of the fourth financial year after the beginning of their term of office. This shall not include the financial year in which their term of office starts.
3. Where a member who has been elected by the Shareholders' General Meeting resigns from the Supervisory Board, the next Shareholders' General Meeting may elect a replacement for this member. The term of office of this newly elected member covers the remaining period that the member who has resigned would still have had to serve. The same applies where an elected person refuses to accept the mandate that he or she has been offered.

### **Sect. 11 Resignation from office**

Any member of the Supervisory Board may withdraw from office by a written declaration, to be addressed to the chairperson of the Supervisory Board, with a notice period of one month.

### **Sect. 12 Chairperson and deputy**

1. Right after the Shareholders' General Meeting where at least one member of the Supervisory Board has been elected, a Supervisory Board Meeting shall be held. A formal invitation is not necessary in this case. At this meeting, the Supervisory Board

shall elect from among its members a chairperson and a deputy chairperson. The term of office of the chairperson and the deputy shall correspond to their term as members of the Supervisory Board, unless a shorter term is decided at the election.

2. If the chairperson or his/her deputy resigns prematurely from office, then the Supervisory Board shall immediately hold a new election, covering the resigned person's remaining term of office. Sect. 11 of the Articles of Association shall apply, *mutatis mutandis*, to a withdrawal from office by the chairperson or his or her deputy.
3. The tasks of the chairperson and the deputy shall be determined in the rules of procedure for the Supervisory Board.

### **Sect. 13 Convocation and resolutions by the Supervisory Board**

1. The Supervisory Board decides by resolution. Resolutions of the Supervisory Board shall usually be taken at meetings. A meeting where some or all members of the Supervisory Board are attending by way of video conference shall be deemed a regular meeting. Meetings of the Supervisory Board should take place once per quarter and must take place twice per half of the calendar year.
2. The chairperson or, in case of incapacity or impediment, the deputy, calls the meetings of the Supervisory Board and determines in what form the meetings shall take place. The further details, such as the form and content of the convocation, the period of notice associated with a convocation or any possible reduction in this, shall be regulated in the rules of procedure for the Supervisory Board.
3. The Supervisory Board, upon the initiative of the chairperson, or of the deputy in case of incapacity or impediment of the chairperson, and as further determined in the rules of procedure of the Supervisory Board, may also take resolutions by way of suitable media, and may especially take votes orally, by telephone, in writing, by fax or by electronic media (particularly by e-mail), or resolutions may be taken during a

telephone conference. Such resolutions shall be formulated by the chairperson in writing and shall be sent to all members without delay.

4. The Supervisory Board has a quorum if at least half of the members of which the Supervisory Board is intended to consist of by law or by the Articles of Association take part in the resolution, at least, however, three members. A member who decides to abstain from voting is nevertheless deemed to take part in the resolution for purposes of quorum as regards the quorum of the Supervisory Board. Absent members may participate in a resolution by having their written votes submitted by another member. A vote submitted by fax or by electronic media (especially e-mail) is deemed a written vote.
5. Unless mandatory law provides otherwise, resolutions by the Supervisory Board are taken by simple majority of the votes cast. An abstention is not deemed a vote cast. If votes are tied, the chairperson shall have the decisive vote.
6. The chairperson is authorised to issue the required declarations of intent to execute the resolutions taken by the Supervisory Board and also to accept declarations of intent on behalf of the Supervisory Board. In case of incapacity or impediment of the chairperson, his or her deputy shall assume these powers.

#### **Sect. 14 Rules of procedure and committees**

1. The Supervisory Board shall give itself rules of procedure, subject to mandatory legal provisions and the provisions of these Articles of Association.
2. The Supervisory Board may create committees from among its members. To the extent permitted by law, such committees may be delegated the responsibility for exercising the Supervisory Board's powers of decision. Composition, powers and procedures to be followed within the committees shall be determined by the Supervisory Board in their rules of procedure. Where the Supervisory Board does not

make such determinations, Sect. 13 shall apply accordingly to the procedures of committees.

### **Sect. 15 Transactions requiring approval**

Within the framework of mandatory legal provisions as well as the provisions of these Articles of Association, the Supervisory Board shall issue rules of procedure to the Management Board. These rules of procedure must define that certain types of transactions, especially

- a) those which fundamentally change the assets, financial position or profits of the company or the exposure of the company with regard to risk, as well as
- b) the foundation, dissolution, purchase and sale of participations in companies, the carrying out of development projects as well as construction activities in excess of a certain limit, to be defined by the Supervisory Board in the rules of procedure, shall require the consent of the Supervisory Board.

### **Sect. 16 Powers of the Supervisory Board**

The Supervisory Board is empowered to resolve upon changes and amendments to the Articles of Association as long as such changes relate only to the wording.

### **Sect. 17 Remuneration of the Supervisory Board**

1. Every member of the Supervisory Board shall receive, along with reimbursement of expenses incurred, remuneration. The Shareholders' General Meeting shall resolve upon the amount of that remuneration. The Shareholders' General Meeting shall resolve for the first time for the business year ending on 31 December 2016, the amount of the remuneration of the Supervisory Board. This remuneration may be paid

in quarterly instalments.

2. Furthermore, the company shall pay the insurance premiums for the liability insurance which insures the activity of the members of its Supervisory Board.
3. Where the remuneration and the reimbursement of expenses is subject to VAT, the company shall reimburse the VAT to the member, provided the member of the Supervisory Board is able to issue a separate invoice for that.

### **c) Shareholders' General Meeting**

#### **Sect. 18 Venue**

The Shareholders' General Meeting of the company shall take place at the registered office of the company, at a location in Germany where there is a stock exchange, or at the registered offices of German group companies.

The person or persons issuing the convocation for the Shareholders' General Meeting shall also decide about the venue of the meeting.

#### **Sect. 19 Convocation**

1. The Shareholders' General Meeting is called by the Management Board or by the Supervisory Board. The Shareholders' General Meeting must be called within the statutory time period.
2. The Company may transmit information to the shareholders as well as to intermediaries, associations of shareholders and other third parties, to the extent permitted by law, also by means of remote data transmission. The same applies to the transmission of such information to the shareholders by intermediaries, associations of shareholders and other third parties.

### **Sect. 20 Participation in the Shareholders' General Meeting**

1. Shareholders who register before the Shareholders' General Meeting and prove their ownership of shares are entitled to participate in the Shareholders' General Meeting and to exercise their right to vote. The registration and the proof of ownership of shares must reach the company at the address communicated for this purpose in the convocation within the statutory deadline.
2. The entitlement pursuant to Par. 1 shall be proven by a certificate of their shareholding issued in text form (Section 126b BGB) in German or English; proof by the last intermediary pursuant to Section 67c Para. 3 AktG is sufficient for this purpose. The proof of ownership is to refer to the legally defined time period.
3. To the extent permitted by law, the Management Board is authorised to decide with the approval of the Supervisory Board that a general meeting will be held in compliance with legal requirement as a virtual general meeting without the physical presence of the shareholders and their proxy holders.

### **Sect. 21 Chairing of the Shareholders' General Meeting, participation of Supervisory Board members**

1. The members of the Management Board and the Supervisory Board must, if at all possible, take part in the Shareholders' General Meeting in person. Where a Supervisory Board member cannot be present at the site of the Shareholders' General Meeting because he or she has an important reason to be abroad at that time, that member may take part in the Shareholders' General Meeting by way of audiovisual transmission.
2. The chairperson of the Supervisory Board, another member of the Supervisory Board determined by the Supervisory Board, or a third person determined by the Supervisory Board, shall chair the Shareholders' General Meeting. A member of the Management Board or the certifying notary may not be elected to chair the meeting.

3. The chairperson of the meeting may determine that points at issue shall be treated in a different order than that stipulated in the official agenda. The chairperson also determines in which manner the votes shall be taken.
4. The chairperson may limit the time allocated to shareholders for speaking and asking questions within reason. The chairperson is in particular entitled, at the beginning of the Shareholders' General Meeting or during its course, to decide upon a reasonable timeframe for the whole conduct of the Shareholders' General Meeting, or for individual points on the agenda, or for individual requests to speak or ask questions.

### **Sect. 22 Resolutions and majority**

1. Resolutions at the General Meeting are taken by simple majority of the votes cast, unless compulsory provisions of the German Stock Corporation Act determine otherwise. In cases where the law requires a majority of the capital, the simple majority of the share capital represented at the resolution shall suffice, if this is legally admissible.
2. If a simple majority is not accomplished in the first poll by the Shareholders' General Meeting, a more restricted election takes place between the two people to whom the highest number of votes have accrued. Where the votes are tied, the decision shall be made by drawing lots.

### **Sect. 23 Voting rights**

Each no-par value bearer share entitles to one vote at the Shareholders' General Meeting.

### **Sect. 24 Powers of attorney, audiovisual transmission of the Shareholders' General Meeting, Information transfer**

1. Shareholders may, subject to statutory requirements, choose to be represented by authorised representatives, in particular by voting proxies named by the company. The



issuing of the power of attorney, revocation of same, and the proof of the representation towards the company must be made in the form statutorily required.

2. The Management Board may determine that, subject to statutory requirements, the Shareholders' General Meeting or parts thereof may be transmitted audiovisually, using means of telecommunication, and that shareholders may give instructions regarding the voting to their duly empowered proxies, appointed by the company, in an electronic manner. Details of the procedure shall be communicated in the convocation of the Shareholders' General Meeting.
3. The Management Board is authorised to provide that shareholders may cast their votes in writing or by means of electronic communication even without attending the meeting (postal vote). Moreover, the Management Board is authorised to make provisions for the procedure. These will be announced when the General Meeting is convened.
4. The Management Board is authorised to make provision for shareholders to participate in the Annual General Meeting without being present at its venue and without a proxy and to exercise all or some of their rights in whole or in part by means of electronic communication (online participation). Moreover, the Management Board is authorised to make provisions regarding the scope and procedure of participation and exercise of rights pursuant to sentence 1. These will be announced when the General Meeting is convened.
5. The company has the right to transmit information to the shareholders by way of data transmission.

#### **IV. Annual accounts and appropriation of profits**

##### **Sect. 25 Financial year**

The financial year is the calendar year.

##### **Sect. 26 Annual accounts, appropriation of profits, distribution of profits**

1. The Management Board must, during the first three months of the financial year, compile the annual accounts and the situation report for the previous financial year, and present these to the Supervisory Board with a proposal of how to use the profits realised. As soon as the audit report by the auditor of the annual accounts has been received, the Management Board must transmit same.
2. The Supervisory Board must examine the annual accounts and the proposal for distributing profits and must communicate the results of this examination in writing to the Shareholders' General Meeting. The Supervisory Board must submit its report to the Management Board within one month after it has received the documents. If, after examination, the Supervisory Board approves the annual accounts, these are thereby adopted.
3. If the Shareholders' General Meeting adopts the annual accounts, it may appropriate amounts up to half of annual net profits to other retained earnings.
4. If the Management Board and the Supervisory Board adopt the annual accounts, the amount of the annual net profit may be appropriated to other retained earnings, at their discretion, as long as these other retained earnings do not exceed half of the share capital, or would exceed it after the profits have been so appropriated.
5. In calculating the part of annual net profits that is to be appropriated to other retained earnings according to Par. 3 and 4, allocations to the legal reserve and losses carried forward must first be deducted.

6. The Shareholders' General Meeting shall resolve on the use of the net profit that has been determined from the adopted annual accounts. The Shareholders' General Meeting may resolve a different use than distribution among the shareholders or the use provided by Sect. 58 (3)( 1) AktG.
7. When a financial year has ended, the Management Board may issue an interim or partial dividend to the shareholders, pursuant to Sect. 59 AktG, with the consent of the Supervisory Board.
8. Where the capital is to be increased, the resolution to increase the capital may determine a distribution of profits that is different from Sect. 60 AktG.
9. Instead of a distribution of dividends in cash, the Shareholders' General Meeting may resolve to use the net profits by way of a non-cash distribution, provided such non-cash values to be distributed are traded on a market in the meaning of Sect. 3 (2) AktG.
10. The above paragraphs apply, if there are no mandatory rules to the contrary, *mutatis mutandis* also for the Group Consolidated Annual Accounts and a Group Situation Report to be compiled by the company, if the preparation of such accounts and reports is prescribed by law for the company in its quality as parent company (Sect. 290 (1) and (2) HGB [German Commercial Code]).